

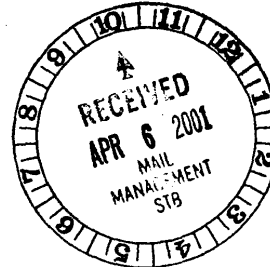
RECORDATION NO. 21720-D FILED

APR 06 '01 10:00 AM

# HELM

FINANCIAL CORPORATION

One Embarcadero Center, Suite 3700, San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816



April 5, 2001

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

RE: Termination of Schedule to Master Lease dated April 5, 2001 evidencing **Schedule No. 3** ("**Termination**"), between Helm Financial Corporation ("**Lessor**") and The Burlington Northern and Santa Fe Railway Company ("**Lessee**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of this Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: The Burlington Northern and Santa Fe  
Railway Company  
2600 Lou Menk Drive  
Fort Worth, TX 76131

A short summary of the document to appear in the index follows:

Termination of Schedule to Master Lease dated April 5, 2001 evidencing **Schedule No. 3** between Helm Financial Corporation as Lessor and The Burlington Northern and Santa Fe Railway Company as Lessee covering eleven (11) locomotives from within the series **TFM 1505 - 1515**.

Please file this Termination as a secondary document to Recordation No. **21720-B** filed October 16, 1998 at 10:36 a.m., and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

Yours truly,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (2)

APR 06 '01 10:00 AM

## TERMINATION OF SCHEDULE TO MASTER LEASE SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF SCHEDULE TO MASTER LEASE ("Termination") is dated as of April 5, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 3 dated as of August 20, 1998 ("Schedule") to that certain Master Lease Agreement dated as of August 1, 1997 ("Master Lease"), with The Burlington Northern Company, a Delaware corporation, with respect to the eleven (11) locomotives described in Schedule A attached hereto. The Schedule to the Master Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 21720-B filed on October 16, 1998 at 10:36 a.m.

The Schedule was terminated as of July 31, 1999. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Schedule is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson

Name: Barbara W. Wilson

Title: Senior Vice President and CFO

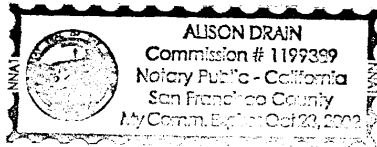
STATE OF CALIFORNIA       )  
                                      ) S.S.  
COUNTY OF SAN FRANCISCO )

On April 5<sup>th</sup>, 2001, before me, Alison Drain, personally  
appeared Barbara W. Wilson, Senior Vice President and Chief Financial  
Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me    -OR-

       proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their  
signature(s) on the instrument the person(s), or the entity upon behalf  
of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Schedule to Master Lease dated as of April 5,  
2001

THE UNITS

Equipment Description: Eleven (11), 3000 horsepower, SD40-2 locomotives  
equipped with extended range dynamic brakes.

Reporting Marks & Numbers:

1. TFM 1505 \*
2. TFM 1506
3. TFM 1507
4. TFM 1508
5. TFM 1509 \*
6. TFM 1510
7. TFM 1511
8. TFM 1512
9. TFM 1513
10. TFM 1514
11. TFM 1515

\* TFM 1505 & TFM 1509 were delivered to Lessee without refrigerators.